

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
Delphi Corporation, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	Jointly Administered
)	
)	

**STIPULATION AND AGREED ORDER AMENDING ORDER
AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS TO FILE UNDER SEAL EXHIBITS TO THE COMMITTEE'S
MOTION FOR AN ORDER AUTHORIZING IT TO PROSECUTE THE
DEBTORS' CLAIMS AND DEFENSES AGAINST GENERAL MOTORS
CORPORATION AND CERTAIN FORMER OFFICERS OF THE DEBTORS**

This Stipulation and Agreed Order (the "Stipulation and Order") is entered into among the Official Committee of Unsecured Creditors appointed in the above-captioned chapter 11 cases (the "Creditors' Committee"), Delphi Corporation and its affiliated debtor entities (the "Debtors"), the Official Committee of Equity Security Holders appointed in the above-captioned chapter 11 cases (the "Equity Committee") and the Ad Hoc Committee of Equity Security Holders (the "Ad Hoc Committee," and together with the Creditors' Committee, the Debtors and the Equity Committee, the "Parties"), for the purpose of amending the terms of the Order Authorizing the Official Committee of Unsecured Creditors to File Under Seal Exhibits to the Committee's Motion for an Order Authorizing it to Prosecute the Debtors' Claims and Defenses Against General Motors Corporation and Certain Former Officers of the Debtors (Docket No. 4691) (the "Seal Order").

WHEREAS, on July 27, 2006, the Committee filed its Ex Parte Motion for an Order Authorizing the Official Committee of Unsecured Creditors to File Under Seal Exhibits to the Committee's Motion for an Order Authorizing it to Prosecute the Debtors' Claims and Defenses

Against General Motors Corporation and Certain Former Officers of the Debtors (Docket No. 4689) (the “Seal Motion”).

WHEREAS, pursuant to the Seal Motion, the Committee sought authority to file under seal (a) a letter (the “Demand Letter”) the Committee sent to the Debtors on May 11, 2006, describing and formally requesting that the Debtors pursue certain affirmative claims and defenses against General Motors Corporation (“GM”) or consent to the Committee’s pursuit of them on their behalf and (b) a draft complaint (the “Complaint”) setting forth the affirmative claims and defenses against GM described in the Demand Letter and additional affirmative claims and defenses against certain of the Debtors’ former officers, as exhibits A and B, respectively, to the Committee’s Motion for an Order Authorizing the Official Committee of Unsecured Creditors to Prosecute the Debtors’ Claims and Defenses Against General Motors Corporation and Certain Former Officers of the Debtors (Docket No. 4718) (the “Motion for Authority”).

WHEREAS, on July 27, 2006, United States Bankruptcy Judge Robert E. Gerber, in the Court’s absence, executed the Seal Order which approved the Seal Motion. A copy of the Seal Order is attached hereto as Exhibit A.

WHEREAS, on July 28, 2006, pursuant to the Seal Order, the Committee (a) filed under seal the Demand Letter and the Complaint as exhibits A and B to the Motion for Authority and (b) filed a copy of the Motion for Authority with the Court that did not attach copies of the Demand Letter or the Complaint.

WHEREAS, on July 28, 2006, pursuant to the Seal Order, the Committee (a) served the Motion for Authority without the Demand Letter or the Complaint attached in accordance with this Court’s Case Management Order, as amended or supplemented and (b) served the Motion

for Authority with the Demand Letter and the Complaint attached on (i) the Court, (ii) the Office of the United States Trustee and (iii) counsel to the Debtors.

WHEREAS, under the Seal Order, the Demand Letter and the Complaint may not be provided to the Equity Committee or the Ad Hoc Committee.

WHEREAS, the Creditors' Committee and the Debtors have agreed to provide the Equity Committee and the Ad Hoc Committee with a copy of the Complaint that has redacted all confidential information subject to the Joint Interest Agreement between the Debtors and the Committee, which was approved by the Court by order entered on April 18, 2006 (Docket No. 3279), (the "Redacted Complaint") in accordance with the terms of this Stipulation and Order.

NOW, THEREFORE, IT IS STIPULATED AND AGREED by and between the Parties that:

1. The terms and conditions of the Seal Order are incorporated herein by reference and remain in full force and effect.
2. The Committee shall provide counsel to the Equity Committee and counsel to the Ad Hoc Committee with copies of the Redacted Complaint promptly after this Court "So Orders" this Stipulation and Order.
3. The Equity Committee and the Ad Hoc Committee shall use the Redacted Complaint solely in connection with the Motion for Authority, including litigation and negotiation of any objections or responses thereto, subject to the provisions of the Seal Order.
4. This Stipulation and Order contains the entire understanding of the Parties with regard to the matters addressed herein, and supersedes all prior and contemporaneous discussions, negotiations, understandings, and agreements, whether oral or written, express or

implied, between and among the Parties regarding the subject matter of this Stipulation and Order.

5. This Stipulation and Order is binding upon the Parties and their respective successors and assigns, and may not be changed, altered or modified except in writing, signed by the Parties or their duly authorized attorneys and approved by the Court.

6. This Stipulation and Order may be executed by facsimile and email and each signature thereto shall constitute an original signature. This Stipulation and Order also may be executed in counterparts and all such counterparts when so executed shall together constitute the Stipulation and Order as if one document had been signed by both parties.

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Dated: August 3, 2006

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SO ORDERED this ____ day of
August, 2006

UNITED STATES BANKRUPTCY JUDGE